



# Taiko Critical Minerals Limited

(formally TiGa Minerals & Metals Limited)

## Financial Report for the Year Ended 31 March 2023

Taiko Critical Minerals Limited is a company limited by shares, domiciled in New Zealand.  
The Company is registered under the New Zealand Companies Act 1993.

## CORPORATE DIRECTORY

---

### Board and Management

Philip Thick	Non-Executive Chairman
Robert Brand	Managing Director & Chief Executive Officer
Geoffrey Donohue	Non-Executive Director
Christine Pears	Non-Executive Director
Francois Tumuhai	Non-Executive Director

Paul Mason                      Company Secretary

<b>Shareholders</b>	<b>No of shares</b>	<b>% held</b>
Barrytown Resources Limited	122,522,710	32.2%
Ileveter Pty Ltd	48,138,974	12.7%
Phillip Michael & Robyn Kay Hinton	22,404,147	5.9%
Other shareholders	187,268,867	49.2%
<b>Total*</b>	<b>380,334,698</b>	<b>100%</b>

\* at date report signed

### Registered Office & Principal Place of Business

Level 1, 187 Queen Street, Auckland Central, Auckland 1010, New Zealand

Email: [info@tigamm.com](mailto:info@tigamm.com)

Web: [www.tigamm.co.nz](http://www.tigamm.co.nz)

**Company Number**      5824110

**NZBN**                      9429042010715

**Incorporation Date**      5 October 2015

**Auditors**                      Hall Chadwick NSW

**CONTENTS**

---

**DIRECTORS' REPORT ..... 1**

**AUDITOR'S INDEPENDENCE DECLARATION ..... 3**

**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME..... 4**

**STATEMENT OF FINANCIAL POSITION ..... 5**

**STATEMENT OF CHANGES IN EQUITY..... 6**

**STATEMENT OF CASH FLOWS ..... 7**

**NOTES TO THE FINANCIAL STATEMENTS..... 8**

**DIRECTORS' DECLARATION ..... 26**

**INDEPENDENT AUDITOR'S REPORT..... 27**

**DIRECTORS' REPORT**

The Directors present their report of Taiko Critical Minerals Limited (formerly TiGa Minerals & Metals Limited) for the year ended 31 March 2023.

**Directors**

The following persons were directors of Taiko Critical Minerals Limited during the whole of the financial year and up to the date of this report, unless noted otherwise:

Philip Thick	Non-Executive Chairman
Robert Brand	Managing Director & Chief Executive Officer (appointed 1 February 2023)
Geoffrey Donohue	Non-Executive Director (appointed 4 July 2022)
Christine Pears	Non-Executive Director (appointed 15 October 2025)
Francois Tumuhai	Non-Executive Director (appointed 15 October 2025)
David Straface	Director (resigned 31 March 2023)

**Principal activities**

The principal activity of Taiko Critical Minerals Limited during the year was exploration and development of the Barrytown Mineral Sands Project (**Project**) in the South Island of New Zealand. During the year there was no change in the nature of this activity.

**Financial results**

The consolidated loss of the Company after providing for income tax for the year ended 31 March 2023 was \$1,938,723 (2022: loss \$554,017).

**Dividends**

No dividends have been declared since the end of the previous financial year and no dividends have been recommended by the Directors.

**Significant changes in the state of affairs**

During the year there has been no significant change in the state of affairs of the Company.

**Operations and financial review**

The Company has continued to develop the Project. Significant achievements include:

- Granting of Resource Consent on 29 April 2024.
- Mineral resource estimate for Barrytown Farms completed.
- Land lease agreement for the Mineral Separation Plant agreed with the land owner.

The Company is continuing to upgrade the Project Pre-Feasibility Study to full Feasibility Level to support the Pre-IPO funding round expected to occur late 2024 calendar year.

At Balance date the Company had net assets of \$2,989,709 (2022: 3,491,489). The decrease in net assets of \$501,780 arose primarily from the loss for the year of \$1,938,723 net of shares issued of \$1,436,943.

**Events since the end of the financial year**

- (a) The Company issued 12,023,693 shares and 12,023,693 options to raise cash of \$1,139,249 settle amounts owed to suppliers of \$161,949 and satisfy obligations under long term incentive agreements of \$100,525. The options are exercisable at A\$0.30 expiring 31 March 2026.
- (b) The Company issued convertible notes to Altus Construction Pty Ltd during the year ended 31 March 2024 to raise A\$2.5 million. The notes convert to ordinary shares of the Company at a 50% discount to the IPO price if the IPO occurs within 18 months of issue date, otherwise they are repayable in cash. The Notes accrue interest of 5% per annum and expire at various dates between 11 October 2024 and 31 March 2025.

Subsequent changes to number and terms of convertible notes on issue are summarised below.

Date	Value Issued	Amendment to Terms
May 2024	A\$0.5m	
July 2024	A\$1.0m	Extended the expiry date to 31 December 2025 and increased the interest rate from 5% to 10%.
November 2024	A\$1.78m	Same terms as existing notes, though convert to ordinary shares of the Company at a 25% discount to the IPO price rather than 50%.
March 2025		Extended the expiry date to 31 December 2027.
August 2025	NZ\$0.65k	Same terms as existing notes, though convert to ordinary shares of the Company at a 25% discount to the IPO price rather than 50%.

Convertible notes on issue with value of \$2.785m, including accrued interest, were converted to 25,315,978 shares in the Company on 1 October 2025 at a conversion price of A\$0.10 or NZ\$0.11.

- (c) Resource Consent for the first stage of the Project was granted on 29 April 2024, though is subject to an appeal in respect of potential impacts on wetlands and birdlife. Court assisted mediation to discuss the matters subject to appeal is scheduled for late August 2024. Should mediation be unsuccessful the appeal will be heard by the Environment Court with an expected hearing date in early 2025.
- (d) The Company issued 3,749,012 shares to a Director, Phil Thick, following the achievement of performance hurdles of his performance rights (refer Note 19).
- (e) The Company issued a right for the issue of 4,661,367 ordinary shares of the Company to Eclipse Resource Management Pty Ltd (**Eclipse**) following performance hurdles of Class A performance rights being met in April 2023 (refer Note 19). As at the date of signing of this report Eclipse had not requested the issue of these shares.
- (f) Tenement EP 51803 was converted to MP 60785 in January 2024. This tenement includes the Barrytown mineral sands project (refer Note 9).
- (g) The Company entered into a A\$2m loan facility with Altus Construction Pty Ltd in March and May 2025 and subsequently drew down all of this facility. The loan is unsecured and accrues interest at 10% per annum.
- (h) The name of the Company was changed to Taiko Critical Minerals Limited on 23 September 2025.
- (i) The auditor of the Company was changed to Hall Chadwick (NSW) Limited.
- (j) The following directors were appointed on 15 October 2025:
  - Christine Pears
  - Francois Tumahai
- (k) An Entitlement Offer and associated Shortfall Offer opened on 10 September 2025. The Entitlement Offer closed 26 September 2025, while the Shortfall Offer remains open. As at the date of signing of this report 47,098,328 shares have been issued under these offers to raise NZ\$5.189m.

Except for the matters above, there has not arisen, in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations, the results of those operations, or the state of affairs of the Company in future financial years.

**Likely developments and expected results of operations**

The Directors are not aware of any developments that might have a significant effect on the operations of the Company in subsequent financial years not already disclosed in this report.

**Environmental regulation**

The Company is subject to significant environmental regulation in respect of its exploration and development activities. Exploration and mining permits in New Zealand are granted subject to conditions, including adherence to environmental regulations with strict controls on clearing, pollution, protection of wildlife and rehabilitation of sites on completion of activities.

Taiko Critical Minerals Limited conducts its exploration and development activities in an environmentally sensitive manner and is not aware of any breach of statutory conditions or obligations.

**Auditors' remuneration**

During the year the following fees were paid or payable for audit services provided by the auditor to the Company:

Hall Chadwick WA Audit Pty Ltd	\$12,170 (2022: nil)
Hall Chadwick NSW	\$15,131 (2022: nil)
MFA Audit	nil (2022: \$3,694)

**Director's and Key Personnel remuneration**

Total Director remuneration for the year was \$374,109 (2022: \$216,827). Directors have invoiced, but not fully settled, directors' fees and consulting fees of \$10,683 (2022: \$266,193).

One key employee was paid \$238,462 (2022: \$231,926).

**Non-audit services**

During the year ended 31 March 2023 and in the previous financial year there were no fees paid or payable for non-audit services provided by the auditor of Taiko Critical Minerals Limited.

This report is signed in accordance with a resolution of the Directors.



**P Thick**  
Chairman



**R Brand**  
Managing Director

Auckland  
10 November 2025

**TAIKO CRITICAL MINERALS LIMITED**  
**STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME**  
**FOR THE YEAR ENDED 31 MARCH 2023**

	Note	2023 \$	2022 \$
Sale of gold streaming right	4(a)	3,412,635	1,241,041
Other income		868	35,583
Project feasibility and resource consent application expenditure	4(b)	(3,983,958)	(1,007,426)
Administration expenses	4(c)	(289,148)	(369,358)
Corporate and regulatory expenses	4(d)	(781,675)	(220,521)
Employee expense		(281,554)	(233,336)
Interest expense		(15,891)	-
<b>Loss before income tax</b>		<b>(1,938,723)</b>	<b>(554,017)</b>
Income tax benefit		-	-
<b>Loss after income tax</b>		<b>(1,938,723)</b>	<b>(554,017)</b>
Loss attributable to owners of Taiko Critical Minerals Limited		(1,938,723)	(554,017)
<b>Other comprehensive income for the year</b>		<b>-</b>	<b>-</b>
<b>Total comprehensive loss for the year attributable to the ordinary equity holders of the Company</b>		<b>(1,938,723)</b>	<b>(554,017)</b>
<b>Loss per share attributable to the ordinary equity holders of the Company</b>			
Basic and diluted loss per share (cents per share)	6	(0.7)	(0.2)

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

**TAIKO CRITICAL MINERALS LIMITED**  
**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 MARCH 2023**

	Note	2023 \$	2022 \$
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	14(b)	98,531	76,684
Trade and other receivables	8	65,219	51,602
<b>Total Current Assets</b>		<b>163,750</b>	<b>128,286</b>
<b>NON-CURRENT ASSETS</b>			
Deposits	8	-	3,100
Exploration & Evaluation	9	4,360,824	4,360,824
<b>Total Non-Current Assets</b>		<b>4,360,824</b>	<b>4,363,924</b>
<b>TOTAL ASSETS</b>		<b>4,524,574</b>	<b>4,492,210</b>
<b>CURRENT LIABILITIES</b>			
Trade and other payables	10	1,287,498	748,176
Advances	11	247,367	-
<b>Total Current Liabilities</b>		<b>1,534,865</b>	<b>748,176</b>
<b>NON-CURRENT LIABILITIES</b>			
Advances	11	-	252,545
<b>Total Non-Current Liabilities</b>		<b>-</b>	<b>252,545</b>
<b>TOTAL LIABILITIES</b>		<b>1,534,865</b>	<b>1,000,721</b>
<b>NET ASSETS</b>		<b>2,989,709</b>	<b>3,491,489</b>
<b>EQUITY</b>			
Contributed equity	12	8,643,924	7,206,981
Accumulated losses	13	(5,654,215)	(3,715,492)
<b>TOTAL EQUITY</b>		<b>2,989,709</b>	<b>3,491,489</b>

The above statement of financial position should be read in conjunction with the accompanying notes.

**TAIKO CRITICAL MINERALS LIMITED  
STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2023**

	Contributed equity	Accumulated losses	Total equity
	\$	\$	\$
<b>Balance at 31 March 2021</b>	<b>7,208,869</b>	<b>(3,161,475)</b>	<b>4,047,394</b>
Total comprehensive loss for the year:			
Loss for the year	-	(554,017)	(554,017)
Total comprehensive loss for the year	-	(554,017)	(554,017)
Transactions with owners in their capacity as owners			
Share issue costs	(1,888)	-	(1,888)
<b>Balance at 31 March 2022</b>	<b>7,206,981</b>	<b>(3,715,492)</b>	<b>3,491,489</b>
Total comprehensive loss for the year:			
Loss for the year	-	(1,938,723)	(1,938,723)
Total comprehensive loss for the year	-	(1,938,723)	(1,938,723)
Transactions with owners in their capacity as owners			
Issue of shares net of costs	1,436,943	-	1,436,943
<b>Balance at 31 March 2023</b>	<b>8,643,924</b>	<b>(5,654,215)</b>	<b>2,989,709</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

**TAIKO CRITICAL MINERALS LIMITED**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

	Note	2023 \$	2022 \$
<b>Cash flows from operating activities</b>			
Receipt from sale of gold streaming right		3,448,264	1,240,618
Payments in the course of operations		(4,402,380)	(1,329,294)
Interest received		868	30
Income tax refund (net)		-	196
<b>Net cash outflow from operating activities</b>	14(a)	<u>(953,248)</u>	<u>(88,450)</u>
<b>Cash flows from investing activities</b>			
<b>Net cash flow from investing activities</b>		-	-
<b>Cash flows from financing activities</b>			
Proceeds from issue of shares net of costs		425,177	(1,887)
Prepayment for issue of shares		174,340	-
Proceeds from issue of convertible notes		380,756	-
Repayment of advances		(5,178)	(9,508)
<b>Net cash inflow/(outflow) from financing activities</b>		<u>975,095</u>	<u>(11,395)</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		21,847	(99,845)
<b>Cash and cash equivalents at the beginning of the financial year</b>		76,684	176,529
<b>Cash and cash equivalents at the end of the financial year</b>	14(b)	<u>98,531</u>	<u>76,684</u>

The above statement of cash flows should be read in conjunction with the accompanying notes.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**1. CORPORATION INFORMATION**

The financial statements presented here are for Taiko Critical Minerals Limited, a company registered under the Companies Act 1993. Taiko Critical Minerals Limited is engaged in the business of mineral exploration and extraction.

These financial statements were authorised for issue and approved by the directors on the date noted on page 2.

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

In order to assist in the understanding of the financial statements, the following summary explains the material accounting policies that have been adopted in the preparation of the accounts.

**Basis of Preparation**

The financial statements are presented in New Zealand dollars (NZD, \$), which is also the company's functional currency.

Amounts are rounded to the nearest dollar, unless otherwise stated.

The financial statements have been prepared in accordance with New Zealand Generally Accepted Accounting Practice ("NZ GAAP"). These financial statements have been prepared in accordance with New Zealand Equivalents to International Financial Reporting Standards Reduced Disclosure Regime (NZ IFRS (RDR)).

The company is a Tier 2 for-profit entity and has elected to report in accordance with NZ IFRS (RDR) as issued by the New Zealand External Reporting Board (XRB). The company is eligible to report in accordance with NZ IFRS (RDR) on the basis that it does not have public accountability and is not a large for-profit public sector entity.

The preparation of financial statements in compliance with adopted NZ IFRS (RDR) requires the use of certain critical accounting estimates. It also requires the company management to exercise judgment in applying the company's accounting policies. The areas where significant judgments and estimates have been made in preparing the financial statements and their effect are disclosed within the notes as a significant estimate.

**Measurement Base**

The financial statements of Taiko Critical Minerals Limited have been prepared on an historical cost basis, except as noted otherwise below. The information is presented in New Zealand dollars and has been rounded to whole dollars, unless otherwise stated

**Going Concern**

The financial statements have been prepared on a going concern basis which assumes the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business

For the year ended 31 March 2023, the Company incurred a loss from operations of \$1,938,723 (2022: \$554,017) and recorded cash outflows from operating activities of \$953,248 (2022: \$88,450). As at 31 March 2023, the Company had a net working capital deficit of \$1,371,114 with cash of \$98,531 (2022: \$76,684) available.

The Company is continuing development of the Barrytown Mineral Sands Project and was successful in obtaining resource consent for this project in April 2024. The Company's ability to continue as a going concern is dependent upon it maintaining sufficient funds to continue this development and meet its commitments. To fund this work, the Company is in the process of raising further capital via the issue of convertible notes or the issue of shares.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**Going Concern (continued)**

The Directors are satisfied the Company will be successful in raising the additional funds, having demonstrated this subsequent to year end with the raising of \$6,966,685 through the issue of convertible notes, issuing shares to raise \$964,909 and obtaining a loan of A\$2,000,000. In addition to this the Company has successfully negotiated an extension of maturity dates for convertible notes, converted \$2.785m of convertible notes to shares and raised in excess of \$5 million from a rights issue and shortfall offer which is still open as at the date of signing this report.

Based on cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate.

Should the Company be unable to raise sufficient funds, there is material uncertainty whether it would continue as a going concern and therefore whether it would realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements. The financial statements do not include any adjustments relating to the recoverability and classification of recorded asset amounts or to the amounts or classification of liabilities that might result should the Company be unable to continue as a going concern and meet its debts as and when they fall due.

**New Accounting Standards, interpretations and amendments adopted by the Company**

There have been no changes in accounting policies. All policies have been applied on a basis consistent with those used in the previous year.

The principal accounting policies adopted in the preparation of these financial statements are set out below.

**(a) Revenue**

Sales of goods and/or services are recognised when they have been delivered and accepted by the customer.

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

All revenue is stated net of the amount of goods and services tax.

**(b) Cash and Cash Equivalents**

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand, and term deposits repayable on demand with a financial institution. The cash and cash equivalents balance primarily consists of funds on term deposit with original maturity at time of purchase of three months or less that are readily convertible to known amounts of cash and which are subject to minimal risk of changes in value.

**(c) Trade and Other Receivables**

Trade receivables are recognised initially at fair value, less any allowance for expected credit losses.

**(d) Exploration and Evaluation**

Exploration and evaluation costs are expensed in the period incurred. Tenement acquisition costs are capitalised. Development costs relating to specific properties are capitalised once management determines the tenement will be developed. A development decision is made based upon consideration of project economics, including future metal prices, reserves and resources, and estimated operating and capital costs.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(e) Impairment of Non-Financial Assets**

At each balance date, non-financial assets are classified into four categories: assets measured at fair value; assets currently available that the Company intends to use to the end of their useful life; assets intended to be sold prior to the end of their useful life; and assets damaged or idle at balance date.

Assets measured at fair value or assets the Company intends to use to the end of their useful life are not reviewed for impairment at balance date.

Assets intended to be sold prior to the end of their useful life or assets damaged or idle at balance date are reviewed to determine if any indicators of impairment exist. If indicators exist the asset is tested for impairment to ensure that the carrying amount of the asset is recoverable.

If the recoverable amount of an asset is determined to be less than its carrying amount, then the resulting difference is recognised as an impairment loss for that period.

**(f) Goods and Services Tax**

Revenue, expenses, and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables, payables, and accruals are stated inclusive of the amount of GST receivable or payable. The net amount of GST receivable from, or payable to, the taxation authority is included with other receivables or payables as operating cash flow.

Cash flows are presented on a net basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flow

**(g) Taxation**

Current tax is calculated by reference to the amount of income taxes payable or receivable in respect of taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantially enacted by the reporting date. Current tax for the current periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

**(h) Trade and Other Payables**

Trade payables and other payables are carried at amortised cost and represent liabilities for goods and services provided to the Company prior to the end of the financial year that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these goods and services. The amounts are unsecured and usually paid within 30 days of recognition.

**(i) Borrowings**

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at the amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the statement of comprehensive income over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities, which are not incremental costs relating to the actual draw-down of the facility, are recognised as prepayments and are amortised using the effective interest rate method over the term of the facility

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(j) Financial Instruments – Financial Assets**

At initial recognition, the Company determines the classification of financial assets as either held at fair value, cost, or amortised cost. Financial assets are measured initially at fair value, estimated at the transaction price less any associated transaction costs.

*Amortised Cost*

Includes assets where the Company intends to earn contractual cash flows principal and interest payments. Such assets are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired, as well as through the amortisation process.

*Cost*

Equity instruments are classified as held at cost. Assets are stated at cost less any accumulated impairment loss. Gains and losses are recognised in profit or loss when the assets are derecognised or impaired.

*Fair Value*

Financial assets not held at amortised cost or cost are held at fair value and include financial derivatives such as forward contracts and interest rate swaps. Assets are subsequently measured at fair value only when the fair value of the instrument can be reliably measured based on a quoted price for an identical asset in an active market. Where no active market price is available, the instrument shall be measured at the fair value for a prior year less any accumulated impairment loss.

Gains and losses are recognised in profit or loss for movements in the fair value of the assets and when the assets are derecognised

**(k) Financial Instruments – Financial Liabilities**

Financial liabilities, including borrowings and bank overdrafts, are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method. Interest expenses are recognised in profit or loss on an effective yield basis.

**(l) Foreign Currency**

Foreign bank accounts are represented at the closing exchange rate as at balance date. Transactions are recognised as an asset or liability at the date of the transaction and marked at the corresponding exchange rate on that day. The foreign exchange rate gain or loss is derived from the gain or loss from the original date of the liability or asset and the date of the exchange rate of the date of receipt or payment, giving rise to a gain or loss.

**(m) Share Based Payments**

Share-based payments are measured at the fair value of the equity instrument at the grant date. The cost of these equity-settled transactions is measured by reference to fair value at the date they are granted.

The fair value determined at the grant date is expensed on a straight-line basis over the vesting period, based on the Company's estimate of equity instruments that will eventually vest. At each reporting date, the Company revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss over the remaining vesting period, with a corresponding adjustment to the share-based payments reserve.

Where Ordinary Shares are issued, the transaction is recorded at fair value based on the last issue price of Ordinary Shares at the date of issue. The acquisition is then recorded as an asset or expensed in accordance with accounting standards.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)**

**(n) Loss Per Share**

*Basic Loss Per Share*

Basic loss per share is determined by dividing the operating loss attributable to the equity holders of the Company after income tax by the weighted average number of ordinary shares outstanding during the financial period.

*Diluted Loss Per Share*

Diluted loss per share adjusts the figures used in determination of basic earnings per share by taking into account amounts unpaid on ordinary shares and any reduction in earnings per share that will arise from the exercise of options outstanding during the period.

**(o) Contributed Equity**

Financial instruments issued by the company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company's ordinary shares are classified as equity instruments.

Issued and paid-up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

**(p) Critical Accounting Estimates and Judgements**

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Company and that are believed to be reasonable under the circumstances.

*Accounting for capitalised exploration and evaluation expenditure*

The Company's accounting policy is stated at Note 2(d). There is some subjectivity involved in the carrying forward as capitalised or writing off to the statement of profit or loss and other comprehensive income exploration and evaluation expenditure, however management give due consideration to areas of interest on a regular basis and are confident that decisions to either write off or carry forward such expenditure fairly reflect the prevailing situation.

*Share-based payments*

The Company measures share-based payments at fair value at the grant date. The fair value is determined using a valuation technique appropriate for the instrument being valued.

*Deferred tax balances*

Deferred tax assets in respect of tax losses are not recognised in the financial statements as management considers that it is currently not probable that future taxable profits will be available to utilise those tax losses. Management reviews on a regular basis the future profitability of the Company to consider if tax losses should be recognised and to ensure that any tax losses recognised will be utilised.

**3. SEGMENT INFORMATION**

Management has determined that the Company has one reportable segment, being mineral sands exploration and development in New Zealand. The Board periodically monitors performance based on actual versus budgeted exploration and development expenditure incurred. This internal reporting framework is most relevant to assist the Board with making decisions regarding the Company and its ongoing programmes and activities, while also taking into consideration the results of exploration and development work that has been performed to date.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**4. REVENUE & EXPENSES**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Sale of gold streaming right<sup>1</sup></b>	<b>3,412,635</b>	<b>1,241,041</b>
<b>(b) Project feasibility and resource consent application expenditure</b>		
Drilling, assays and resource analysis	1,495,587	560,070
Feasibility	1,565,543	22,139
Permitting and approvals	740,336	285,038
Support	182,492	140,179
	<b>3,983,958</b>	<b>1,007,426</b>
<b>(c) Administration</b>		
Consultants	165,573	295,267
Travel	54,513	4,635
Foreign exchange movements	11,041	4,575
Other	58,021	64,882
	<b>289,148</b>	<b>369,359</b>
<b>(d) Corporate and Regulatory</b>		
Director fees	221,857	216,827
Director remuneration - share-based payments	152,252	-
Consulting fees	176,772	-
Corporate support services	172,261	-
Audit	27,301	3,694
Legal	10,770	-
Other	20,462	-
	<b>781,675</b>	<b>220,521</b>

<sup>1</sup> Proceeds from sale of gold streaming rights per agreement with Gold Streaming Company Pte Ltd dated 6 December 2021 (refer note 17).

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**5. TAXATION**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Numerical reconciliation of income tax expense to prima facie tax payable</b>		
Loss before income tax:	(1,938,723)	(554,017)
Prima facie tax benefit at the tax rate of 28% (2022: 28%)	(542,843)	(155,125)
Tax effect of amounts which are not deductible in calculating taxable income	39,876	1,070
Tax losses not recognised	502,967	154,055
Total income tax benefit	-	-
<b>(b) Tax losses</b>		
Revenue losses	5,261,821	3,465,511
Total	5,261,821	3,465,511
Potential tax benefit at the tax rate of 28%	1,473,310	970,343
<b>(c) Deferred tax asset not brought to account and carried forward in relation to tax losses</b>	<b>1,473,310</b>	<b>970,343</b>

Net deferred tax assets have not been brought to account as it is not probable within the immediate future that tax profits will be available against which deductible temporary differences and tax losses can be utilised.

Income tax Act 2007 section IS2 provides that losses of mineral miners may be carried forward and deducted from future net income, even if the general shareholder continuity provisions are not met. The Company is a mineral miner and, even though it is still in an exploration and development phase, the Company is able to carry forward these tax losses.

The Company's ability to use tax losses in the future is subject to the Company satisfying the relevant tax authority's criteria for using these losses at that time.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**6. LOSS PER SHARE**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Loss used in calculation of basic and diluted loss per share	(1,938,723)	(554,017)
Basic loss per share (cents per share)	(0.7)	(0.2)
Diluted loss per share (cents per share)	(0.7)	(0.2)
Weighted average number of ordinary shares used as the denominator in calculating basic and diluted loss per share.	288,403,859	285,934,910

Options on issue were not considered to be dilutive as their impact would have been to increase the loss per share.

**7. DIVIDENDS**

No dividend has been declared for the year ended 31 March 2023 (2022: nil).

**8. TRADE AND OTHER RECEIVABLES**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<i>Current</i>		
Trade and other receivables	65,219	51,602
<i>Non-current</i>		
Other receivables (deposits)	-	3,100

Trade and other receivables are denominated in New Zealand dollars and are interest free with settlement terms of between 7 and 30 days. No trade receivables were past due or impaired as at 31 March 2023 (2022: nil). Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. A provision for doubtful receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

The amounts held in trade and other receivables do not contain impaired assets and are not past due. Based on the credit history of these trade and other receivables, it is expected that these amounts will be received when due.

Due to the short-term nature of these receivables their carrying value is assumed to be their fair value. Please refer to Note 15 for information on credit risk.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**9. EXPLORATION AND EVALUATION**

	2023 \$	2022 \$
Balance at the beginning and end of the year	4,360,824	4,360,824

The balance carried forward represents the acquisition cost of tenement EP 51803. This tenement was subsequently converted to MP 60785 in January 2024 and includes the Barrytown mineral sands project which is in the exploration and evaluation phase.

Taiko Critical Minerals Limited is the sole owner and operator of EP 51803 / MP 60785 and the owner of related assets (including data and drill hole samples). The Ministry of Economic Development via NZ Petroleum and Minerals granted Mineral Exploration Permit 51803, pursuant to Section 25 of the Crown Minerals Act 1991 and acting pursuant to delegated authority under Section 41 of the State Sector Act 1988, to Taiko Critical Minerals Limited on 25 November 2018 for a period of 4 years and extended for a further 20 years on 21 July 2022. The Company is continuing to explore and evaluate tenement MP 60785 as both an exploration project and as a potential mining development.

Ultimate recoupment of exploration expenditure carried forward is dependent on successful development and commercial exploitation, or alternatively, sale of respective areas.

**10. TRADE AND OTHER PAYABLES**

	2023 \$	2022 \$
Trade and other payables	1,113,158	748,176
Funds received in advance for equity issued after year end	174,340	-
	1,287,498	748,176

Trade and other payables at 31 March 2023 include \$148,543 due to a related party (refer note 18(c)).

Trade and other payables are non-interest bearing and are normally settled on 30 day terms.

The carrying value of trade and other payables are assumed to be the same as their fair values, due to their short-term nature.

**11. ADVANCES**

	2023 \$	2022 \$
<i>Current</i> Advances	247,367	-
<i>Non-current</i> Advances	-	252,545

Advances include \$161,938 which is non-interest bearing and repayable following completion of an IPO or a capital raising of A\$6 million. The remaining balance is non-interest bearing and repayable at call. The balance includes \$215,917 due to a related party (refer note 18(c)).

The carrying value of advances are assumed to be the same as their fair values, due to their short-term nature.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**12. CONTRIBUTED EQUITY**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>(a) Fully paid ordinary shares</b>		
ordinary fully paid shares 301,420,414 (2022: 288,411,079)	8,643,924	7,206,981

Movements in ordinary shares during the past two years were as follows:

	<b>Number</b>	<b>Issue Price</b>	
		<b>\$</b>	<b>\$</b>
Balance at 1 April 2021	285,934,910		7,208,869
Share issue costs	-	-	(1,888)
Balance at 31 March 2022	285,934,910		7,206,981
Issue of shares for services	2,066,669	0.06	110,391
Issue of shares for services	2,284,006	0.05	123,709
Issue of shares for services	3,552,830	0.11	381,019
Issue of shares for cash under rights issue	3,933,505	0.11	425,177
Conversion of convertible notes <sup>1</sup>	3,500,000	0.11	380,756
Interest on convertible notes <sup>1</sup> converted to shares	148,494	0.11	15,891
Balance at 31 March 2023	301,420,414		8,643,924

<sup>1</sup> Convertible notes were issued during the year to raise \$380,756. The convertible notes earned interest at 10% pa. The principal and accrued interest were converted to shares on 31 March 2023.

Ordinary shares participate in dividends. On winding up of the Company any proceeds would be distributed to the number of shares held.

At shareholder meetings, on a show of hands, every holder of ordinary shares present at a meeting in person or by proxy is entitled to one vote and upon a poll each share is entitled to one vote.

	<b>2023</b>	<b>2022</b>
	<b>Number of options</b>	<b>Number of options</b>
<b>(b) Options over ordinary shares</b>		
<i>Unissued ordinary shares for which options are outstanding:</i>		
Exercise price of A\$0.30 expiring 31 March 2026	161,566,317	150,431,488

Options issued during the year were attached to a number of share issues on a one for one basis.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**13. ACCUMULATED LOSSES**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Balance at beginning of year	3,715,492	3,161,475
Loss for year	1,938,723	554,017
Balance at end of year	<u>5,654,215</u>	<u>3,715,492</u>

**14. NOTES TO THE STATEMENT OF CASH FLOWS**

**(a) Reconciliation of net loss to cash flows used in operating activities**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Loss after income tax	(1,938,723)	(554,017)
Share-based payments	152,252	-
Payments for services and interest settled by issue of shares	528,821	-
Change in operating assets and liabilities during the financial year:		
Increase in trade and other receivables	(10,517)	(43,696)
Increase in trade and other payables	314,919	509,263
Net cash outflow from operating activities	<u>(953,248)</u>	<u>(88,450)</u>

**(b) Non-cash payments**

Services paid by the issue of options and shares in the Company	<u>381,020</u>	-
---	----------------	---

**(c) Reconciliation of cash**

*Cash balance comprises:*

Cash and cash equivalents	<u>98,531</u>	<u>76,684</u>
---------------------------	---------------	---------------

The Company's exposure to interest rate risk is set out in Note 15(e). The maximum exposure to credit risk at the end of the reporting period is the carrying amount of cash and cash equivalents mentioned above.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**15. FINANCIAL AND CAPITAL RISK MANAGEMENT**

**(a) Capital Risk Management**

The Company manages its capital to ensure that it will be able to continue as a going concern. In managing its capital, the Company's primary objective is to ensure its continued ability to provide a consistent return for its equity shareholders. To achieve this object, the Company seeks to maintain a capital structure that balances risks and returns at an acceptable level and also to maintain a sufficient funding base to enable the Company to meet its working capital and strategic investment needs. In making decisions to adjust its capital structure to achieve these aims, either through new share issues, or sourcing of debt, the Company considers not only its short-term position but also its long-term operational and strategic objectives.

There have been no significant changes to the Company's capital management objectives, policies and processes in the year, nor has there been any change in what the Company considers to be its capital.

The capital structure of the Company consists of cash and cash equivalents (Note 14(b)) and equity attributable to equity holders of the Company, comprising issued capital and accumulated losses as disclosed in Notes 12 and 13.

**(b) Significant Accounting Policies**

Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 of the financial statements.

**(c) Categories of Financial Instruments**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
<b>Financial Assets</b>		
<i>Current</i>		
Cash and cash equivalents	98,531	76,684
Trade and other receivables	65,219	51,602
<b>Total Current Financial Assets</b>	<b>163,750</b>	<b>128,286</b>
<i>Non-current</i>		
Deposits	-	3,100
<b>Total Non-Current Financial Assets</b>	<b>-</b>	<b>3,100</b>
<b>Financial Liabilities</b>		
<i>Current</i>		
Trade and other payables	1,287,498	748,176
Advances	247,367	-
<b>Total Current Financial Liabilities</b>	<b>1,534,865</b>	<b>748,176</b>
<i>Non-current</i>		
Advances	-	252,545
<b>Total Non-Current Financial Liabilities</b>	<b>-</b>	<b>252,545</b>

**(d) Credit Risk Exposure**

As at the reporting date, the Company has no significant concentrations of credit risk. The carrying amount reflected above represents the Company's maximum exposure to credit risk.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**15. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)**

**(e) Interest Rate Risk Exposure**

The Company's exposure to interest rate risk arises from assets bearing variable interest rates. The weighted average interest rate on cash holdings was 1.5% at 31 March 2023 (2022: 1.25%). All other financial assets and liabilities are non-interest bearing. The net fair value of the Company's financial assets and liabilities approximates their carrying value.

The Company invests its surplus funds on deposit with Australian banking financial institutions, namely ANZ Bank. For banks and financial institutions, only independently rated parties with a minimum rating of AA- are accepted.

The table below summarises the impact of an increase/decrease in interest rates received on financial instruments held at year end on the Company's pre-tax profit for the year and on equity. The analysis is based on the assumption that rates increased/decreased proportionally by 10% of the current weighted average interest rate with all other variables held constant.

	<b>2023</b>	<b>2022</b>
<b>Impact on profit and equity</b>	<b>\$</b>	<b>\$</b>
Increase of 10%	87	3
Decrease of -10%	(87)	(3)

**(f) Liquidity Risk**

The liquidity position of the Company is managed to ensure sufficient liquid funds are available to meet financial commitments in a timely and cost-effective manner. The Board reviews the Company's liquidity position on a regular basis, including cash flow statements, to determine the forecast liquidity position and maintain appropriate liquidity levels. Notes 10 and 11 details the Company's current obligations which are all due within 12 months and reflect the actual cash flows given the short-term nature of these liabilities.

There are no unused borrowing facilities from any financial institution.

**(g) Fair Values**

The carrying amounts and estimated fair values of financial assets and financial liabilities are as disclosed in the balance sheet.

The methods and assumptions used to estimate the fair value of financial instruments are outlined below:

**Cash**

The carrying amount is fair value due to the liquid nature of these assets.

**Receivables/payables**

Due to the short-term nature of these financial rights and obligations, their carrying amounts are estimated to represent their fair values.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

**16. CONTINGENCIES**

**Contingent Liabilities**

There are no contingent liabilities, contingent assets or commitments of the Company as at 31 March 2023.

**17. COMMITMENTS**

**Capital Commitments**

There are no capital expenditure commitments for the Company as at 31 March 2023.

**Operating Commitments**

The Company sold the rights to all future production of gold from tenement EP51803 (**Rights**) to Gold Streaming Company Pte Ltd (**GSC**) for 4,300,000 Singapore Dollars in an agreement dated 6 December 2021. Under the terms of the agreement, if the Company cannot deliver at least 4,000 oz of gold to GSC then GSC have the right to convert the funds paid for the Right to shares in the Company at a price per share of the lower of:

- The Company's next equity raising price;
- An independent valuation of the Company; or
- The conversion price of any convertible note issued between 4 November 2022 and 3 November 2023.

The Company has an obligation to carry out a minimum work programme set out in the minerals mining permit covering the Barrytown mineral sands project area. The work programme includes activities such as resource drilling, sample analysis and developing a feasibility study and mine plan.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**18. RELATED PARTY TRANSACTIONS**

**(a) Key management personnel**

The following people were key management people of the Company during the year:

Philip Thick	Chairman
Robert Brand (appointed 1 February 2023)	Managing Director
Geoffrey Donohue (appointed 4 July 2022)	Non-executive Director
David Straface (resigned 31 March 2023)	Non-executive Director
Stephen Mann (resigned 30 September 2022)	Chief Executive Officer

**(b) Key management personnel compensation**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Short-term employee benefits and Director & consulting fees	485,302	448,753
Post-employment benefits	-	-
Share-based payments	152,252	-
	<u>637,554</u>	<u>448,753</u>

**(c) Balances with related parties**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Advance owed to DPXS Pty Ltd <sup>1</sup>	215,917	215,917
Due to Philip Thick (Director) for director fees	-	90,000
Due to DPXS Pty Ltd <sup>1</sup> for director and consulting fees	55,552	148,543
	<u>271,469</u>	<u>477,628</u>

<sup>1</sup> David Straface, a former director of the Company, is a director and owner of DPXS Pty Ltd. David Straface resigned as a director of the Company on 31 March 2023, at which point he ceased to be a related party. The balance of \$215,917 is for settlement of outstanding fees for the period from 1 April 2018 to 31 December 2020 and includes \$161,938 repayable following completion of an IPO or a capital raising of A\$6 million. The remaining balance is repayable at call. All amounts are non-interest bearing.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**19. SHARE-BASED PAYMENTS AND DIRECTOR BENEFITS**

The following performance rights were on issue during the year:

Recipient	Position	Issue date	Probability of vesting	Terms
Phil Thick	Chairman	1 January 2022	100%	Issue of 2% of equity of the Company at time of appointment awarded evenly over a three year period in six-monthly instalments.
Phil Thick	Chairman	1 January 2022	50%	Issue of options equivalent in number to 2% of equity of the Company at 1 January 2022 awarded on successful admission of the Company to the official list of the ASX. The options will have a strike price of twice the IPO price and expire 5 years from date of issue.
Eclipse Resource Management Pty Ltd ( <b>Eclipse</b> )	Employer of Robert Brand (Managing Director)	1 February 2023	n/a	Class A Performance Rights - 1% of fully diluted issued capital on date of raising an interim funding amount of at least AUD\$1,000,000.
Eclipse	As above	1 February 2023	n/a	Class B Performance Rights - 1% of fully diluted issued capital on date of raising an interim funding amount of at least AUD\$5,000,000 (this is in addition to the amount raised for the Class A Performance Rights). In addition, an amount equal to 2.5% of the total of all funds raised under the pre-IPO funding will be paid in cash.
Eclipse	As above	1 February 2023	n/a	Class C Performance Rights - 1% of fully diluted issued capital on date of raising an IPO funding amount of at least AUD\$20,000,000. In addition, an amount equal to 2.5% of the total of all funds raised under the IPO funding will be paid in cash.

The Company issued 1,874,506 shares to Phil Thick during the year under the terms of his performance rights. The expense recorded for the year in respect of these performance rights is \$152,252.

**20. REMUNERATION OF AUDITORS**

	<b>2023</b>	<b>2022</b>
	<b>\$</b>	<b>\$</b>
Amounts paid or payable at 31 March to the auditors for:		
- audit of financial statements	27,301	3,694
Total remuneration for audit services	<u>27,301</u>	<u>3,694</u>

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

**21. EVENTS OCCURRING AFTER THE REPORTING PERIOD**

- (a) The Company issued 12,023,693 shares and 12,023,693 options to raise cash of \$1,139,249 settle amounts owed to suppliers of \$161,949 and satisfy obligations under long term incentive agreements of \$100,525. The options are exercisable at A\$0.30 expiring 31 March 2026.
- (b) The Company issued convertible notes to Altus Construction Pty Ltd during the year ended 31 March 2024 to raise A\$2.5 million. The notes convert to ordinary shares of the Company at a 50% discount to the IPO price if the IPO occurs within 18 months of issue date, otherwise they are repayable in cash. The Notes accrue interest of 5% per annum and expire at various dates between 11 October 2024 and 31 March 2025.

Subsequent changes to number and terms of convertible notes on issue are summarised below.

Date	Value Issued	Amendment to Terms
May 2024	A\$0.5m	
July 2024	A\$1.0m	Extended the expiry date to 31 December 2025 and increased the interest rate from 5% to 10%.
November 2024	A\$1.78m	Same terms as existing notes, though convert to ordinary shares of the Company at a 25% discount to the IPO price rather than 50%.
March 2025		Extended the expiry date to 31 December 2027.
August 2025	NZ\$0.65k	Same terms as existing notes, though convert to ordinary shares of the Company at a 25% discount to the IPO price rather than 50%.

Convertible notes on issue with value of \$2.785m, including accrued interest, were converted to 25,315,978 shares in the Company on 1 October 2025 at a conversion price of A\$0.10 or NZ\$0.11.

- (c) Resource Consent for the first stage of the Project was granted on 29 April 2024, though is subject to an appeal in respect of potential impacts on wetlands and birdlife. Court assisted mediation to discuss the matters subject to appeal is scheduled for late August 2024. Should mediation be unsuccessful the appeal will be heard by the Environment Court with an expected hearing date in early 2025.
- (d) The Company issued 3,749,012 shares to a Director, Phil Thick, following the achievement of performance hurdles of his performance rights (refer Note 19).
- (e) The Company issued a right for the issue of 4,661,367 ordinary shares of the Company to Eclipse Resource Management Pty Ltd (**Eclipse**) following performance hurdles of Class A performance rights being met in April 2023 (refer Note 19). As at the date of signing of this report Eclipse had not requested the issue of these shares.
- (f) Tenement EP 51803 was converted to MP 60785 in January 2024. This tenement includes the Barrytown mineral sands project (refer Note 9).
- (g) The Company entered into a A\$2m loan facility with Altus Construction Pty Ltd in March and May 2025 and subsequently drew down all of this facility. The loan is unsecured and accrues interest at 10% per annum.
- (h) The name of the Company was changed to Taiko Critical Minerals Limited on 23 September 2025.
- (i) The auditor of the Company was changed to Hall Chadwick (NSW) Limited.

**TAIKO CRITICAL MINERALS LIMITED**  
**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2023**

---

- (j) The following directors were appointed on 15 October 2025:
- Christine Pears
  - Francois Tumahai
- (k) An Entitlement Offer and associated Shortfall Offer opened on 10 September 2025. The Entitlement Offer closed 26 September 2025, while the Shortfall Offer remains open. As at the date of signing of this report 47,098,328 shares have been issued under these offers to raise NZ\$5.189m.

Other than the matters outlined above, there has not arisen, in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors, to affect significantly the operations, the results of those operations, or the state of affairs of the Company in future financial years.

**TAIKO CRITICAL MINERALS LIMITED  
DIRECTORS' DECLARATION**

In accordance with a resolution of the directors of TiGa Minerals and Metals Limited, the directors declare that:

1. The financial statements and notes comply with the:
  - Financial Reporting Act 2013;
  - Companies Act 1993; and
  - Applicable New Zealand equivalents to International Financial Reporting Standards (NZ IFRS) or other approved standards as appropriate.
2. The financial statements give a true and fair view of the financial position of the company as at 31 March 2023 and of its financial performance and cash flows for the year then ended.
3. In the directors' opinion, the company has been operating in accordance with its constitution and is able to pay its debts as they become due and payable, subject to the matters disclosed in Note 2 to the financial statements.

This declaration is made in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Board by:



Director Name: P Thick

Date: 10 November 2025



Director Name: R Brand

Date: 10 November 2025

**TAIKO CRITICAL MINERALS LIMITED  
NZBN 942 904 2010 715**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
TAIKO CRITICAL MINERALS LIMITED**

**Report on the Audit of the Financial Statements**

***Opinion***

We have audited the financial statements of Taiko Critical Minerals Limited (the company), which comprises the statement of financial position as at 31 March 2023, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the accompanying financial statements, present fairly, in all material respects, the financial position of the company as at 31 March 2023, and its financial performance and its cash flows for the year then ended in accordance with New Zealand Equivalents to IFRS Accounting Standards Reduced Disclosure Regime ('NZ IFRS RDR') issued by the New Zealand Accounting Standards Board.

***Basis for Opinion***

We conducted our audit in accordance with International Standards on Auditing (New Zealand) (ISAs (NZ)). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with Professional and Ethical Standard 1, International Code of Ethics for Assurance Practitioners (including International Independence Standards) (New Zealand) issued by the New Zealand Auditing and Assurance Standards Board, as applicable to audits of financial statements of public interest entities. We have also fulfilled our other ethical responsibilities in accordance with Professional and Ethical Standard 1. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other than in our capacity as auditor we have no relationship with, or interests in, the company.

***Material uncertainty related to going concern***

We draw attention to Note 2 in the financial statements which indicates that the company incurred a loss after tax of \$1,938,723 and recorded cash outflows from operating activities of \$953,248. As at 31 March 2023, the company had a net working capital deficit of \$1,371,114 with cash of \$98,531 available. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate the existence of a material uncertainty that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

***Information Other than the Financial Statements and Auditor's Report Thereon***

The directors are responsible for the other information. The other information comprises the information included in the company's annual report for the year ended 31 March 2023 but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and accordingly we do not express any form of assurance conclusion thereon. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

ADELAIDE	BRISBANE	DARWIN	MELBOURNE	PERTH	SYDNEY
Level 9	Level 4	Level 1	Level 14	Level 11	Level 40
50 Pirie Street	240 Queen Street	48-50 Smith Street	440 Collins Street	77 St Georges Tce	2 Park Street
Adelaide SA 5000	Brisbane QLD 4000	Darwin NT 0800	Melbourne VIC 3000	Perth WA 6000	Sydney NSW 2000
+61 8 7093 8283	+61 7 2111 7000	+61 8 8943 0645	+61 3 9820 6400	+61 8 6557 6200	+61 2 9263 2600

Liability limited by a scheme approved under Professional Standards Legislation. Hall Chadwick (NSW) Pty Ltd ABN: 32 103 221 352

[www.hallchadwick.com.au](http://www.hallchadwick.com.au)

TAIKO CRITITCAL MINERALS LIMITED  
NZBN 942 904 2010 715

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
TAIKO CRITITCAL MINERALS LIMITED

***Responsibilities of the Directors for the Financial Statements***

The directors of the company are responsible for the preparation of the financial statements that gives a true and fair view in accordance with NZ IFRS RDR and IFRS and for such internal control as the directors determine is necessary to enable the preparation of the financial statements that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the ability of the company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

***Auditor's Responsibilities for the Audit of the Financial Statements***

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs and ISAs (NZ) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

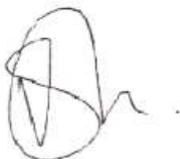
A further description of our responsibilities for the audit of the financial statements is located on the External Reporting Board's website at:

<https://www.xrb.govt.nz/standards/assurance-standards/auditors-responsibilities/audit-report-1-1/>

This description forms part of our auditor's report.

*Hall Chadwick (NSW)*

HALL CHADWICK (NSW)  
Level 40, 2 Park Street  
Sydney NSW 2000



**VINAY SHEORAN**

Partner

Dated: 10 November 2025